

1 Sblend A. Sblendorio (SBN 109903)
HOGE, FENTON, JONES & APPEL, INC.
2 4309 Hacienda Drive, Suite 350
Pleasanton, California 94588-2746
3 Phone: 925.224.7780
Fax: 925.224.7782
4 Email: sblend.sblendorio@hogequenton.com

5 Howard M. Levine (Oregon State Bar No. 800730)
(Admitted *Pro Hac Vice* on 2/1/19)
6 SUSSMAN SHANK LLP
1000 S.W. Broadway, Suite 1400
7 Portland, OR 97205-3089
Phone: 503.227.1111
8 Fax: 503.248.0130
Email: hlevine@sussmanshank.com

9 Attorneys for Wilson Utility Construction
10 Company

11 UNITED STATES BANKRUPTCY COURT
12 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION
13

14 In re
15 PG&E CORPORATION,
16 and
17 PACIFIC GAS AND ELECTRIC
COMPANY,
18 Debtors.

19 ☐ Affects PG&E Corporation
20 ☐ Affects Pacific Gas and Electric
21 Company
22 ☒ Affects both Debtors

23 *All papers shall be filed in the Lead
24 Case No. 19-30088 (DM).

Case No. 19-30088 (DM)
and 19-30089 (DM)

Chapter 11

DECLARATION OF BRAD PROCTOR

Date: February 27, 2019
Time: 9:30 a.m.
Courtroom: 17

25 I, Brad Proctor, declare as follows:

26 1. I am over 18 years of age and make this declaration based on my own personal
27 knowledge. If called as a witness to testify, I would testify consistent with the statements contained
28 in this declaration.

1 2. I am the Vice President of Distribution Services at Wilson Construction Company
2 ("Wilson Construction") for the PG&E case.

3 3. Wilson Construction is a creditor of PG&E Company ("PG&E"). Wilson
4 Construction provides the types of services the Operational Integrity Suppliers perform as described
5 in or referred to in the Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9)
6 and F.R.B.P. 6003 and 6004 for Interim and Final Authority to Pay Prepetition Obligations Owed
7 to Certain Safety and Reliability, Outage, and Nuclear Facility Suppliers of the Debtors' Operational
8 Integrity Suppliers as that term is defined in the Critical Vendors' Motion.

9 4. As of the Chapter 11 filing date, PG&E owed Wilson Construction approximately
10 \$12.3 million. Wilson Construction is also a party with PG&E to one or more contracts governing
11 the work Wilson Construction does for PG&E. Subsequent to the Chapter 11 filing date, PG&E has
12 not paid Wilson Construction for any prepetition work.

13 5. Since 2012, Wilson Construction maintained a continuous presence in California as
14 part of PG&E's effort to replace and repair an aged infrastructure, as well as make improvements to
15 the electrical system with respect to Reliability, Capacity, NERC requirements, and Fire Hardening
16 projects. In the past three (3) years, Wilson Construction crews participated in most of the major
17 Transmission reliability and NERC projects that were scheduled and awarded through the
18 competitive bid process. In 2013, Wilson Construction bid for, and was awarded, a major portion
19 of the Electrical Distribution Performance Partnership Pole Replacement Program ("EDPP").
20 Wilson Construction is currently in the fifth year of that program. Wilson Construction replaced
21 thousands of deteriorated poles in the execution of the EDPP Partnership Program.

22 6. In 2018, Wilson Construction's line crews participated in an extensive program
23 aimed at making corrections to identified EC Tag Corrections. Wilson Construction's crews were
24 successful in completing approximately 8,000 tags within the CPUC mandated time frame, and
25 within PG&E's budget. It is these very same types of EC Tag Corrections that PG&E is currently
26 attempting to identify through the ongoing Inspection Program on both its Distribution and
27 Transmission line infrastructures.

28 7. Throughout this period of ongoing service to PG&E, Wilson Construction was

1 regularly called upon to provide emergency relief and restoration efforts for unscheduled outages
2 resulting from wind, rain, snow, and fire. When necessary, and when requested to do so, Wilson
3 Construction imported line crews from outside the PG&E's service territories to supplement its
4 California line crews and operational personnel. In addition to providing aid and support during
5 these major calamities, Wilson Construction crews and personnel often responded to PG&E's
6 request for help on Routine Wire Down calls resulting from car hit poles, and similar disruptions to
7 electrical service. Most recently, Wilson Construction crews worked on emergency storm
8 restoration. Since January 1, 2019, Wilson Construction crews were deployed to respond to
9 emergency storm restoration continually from as recently as January 4-8, and January 17-20, 2019.
10 Wilson Construction's crews and field leadership are still working at restoration as of the time of
11 this filing.

12 8. Wilson Construction's work for PG&E is often supported by select subcontractors
13 who are predominately Disadvantaged Business Entities ("DBE"), who demonstrated consistent
14 ability to work on short notice, especially during storm work. Each DBE is heavily dependent on
15 revenue from working for Wilson Construction, and each is directly and adversely impacted by the
16 bankruptcy petition.

17 9. Due to Wilson Construction's extensive knowledge of PG&E's system, and its cadre
18 of seasoned field leaders and crews, Wilson Construction was recently summoned to a meeting held
19 by PG&E personnel to advise it on constructability and scheduling protocols as PG&E prepares to
20 undertake various fire hardening projects. Wilson Construction's personnel includes many local
21 California residents, some of whom were personally affected by the recent wildfires. Wilson
22 Construction's team knows PG&E's expectations regarding safety, quality, and construction
23 standards, and also understands the importance of affordability.

24 //

25 //

26 //

27 //

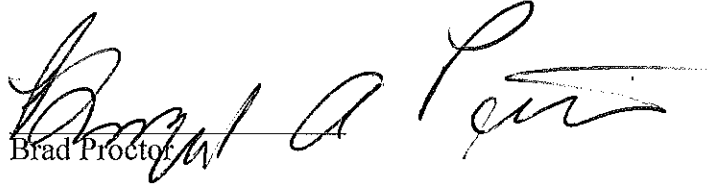
28 //

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

I declare under penalty of perjury that the foregoing is true and correct.
Executed on this 19th day of February, 2019, at Canby, Oregon.

/s/ Brad Proctor
Brad Proctor

1 I declare under penalty of perjury that the foregoing is true and correct.

2
3
4 Brad Proctor 

5
6 *21003-003\DECLARATION OF BRAD PROCTOR (03099041);1
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

Page 4 of 4 – WILSON UTILITY CONSTRUCTION COMPANY'S RESPONSE TO
EMERGENCY PAYMENT MOTIONS